

F96000000203

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: TERAS LIMITED Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

ROBERT H. HARRIS
(Name of Person)
SCHNEIDER HARRIS & HARRIS
(Firm/Company)
1015 BROADWAY
(Address)
WOODMEERE NY 11598
(City/State/Zip)

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Should you need to call someone concerning this matter, please call:

ROBERT H HARRIS at (516) 569-2600
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

1. TERAS LIMITED Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. GREAT BRITAIN UNITED KINGDOM
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. OCT 10, 1995
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. AWAITING AUTHORIZATION
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.135, F.S.))
7. 10 SCHNEIDER HARRIS HARRIS
1015 BROADWAY WOODMERE NY 11598
(Current mailing address)
8. SALES
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: DON HARTMAN
Office Address: 1220 Bear Island Dr
W. Palm Beach FL, Florida, 33409
(Zip Code)
10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

X [Signature]

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: ROBERT H HARRIS
Address: 1015 BROADWAY WOODMERE NY 11598

DIRECTOR Vice Chairman: PHILIP MARK CROSHAW
Address: 24 Camden High St London NW10JH

Director: HALLMARK REGISTRARS LTD
Address: 66 WIGMORE ST LONDON W1H0HQ

Director: LG DIRECTORS LTD
Address: 66 WIGMORE ST LONDON W1H0HQ

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: _____
Address: _____
Vice President: _____
Address: _____

Secretary: ROBERT H HARRIS LG Secretaries Ltd
Address: 1015 BROADWAY WOODMERE NY 11598 66 WIGMORE ST LONDON W1H0HQ
Treasurer: ROBERT H HARRIS
Address: 1015 BROADWAY WOODMERE NY 11598

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. ROBERT H HARRIS CHAIRMAN
(Typed or printed name and capacity of person signing application)

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Lewis Nedas & Co

Solicitors

JEFFREY A. LEWIS BSc (ECON)

STEPHANIE E. K. NEDAS

GRAEME H. CLARK LLB

PENNY MUIR LLB

FAX: 0171-388 6575
CRIMFAX: 0171-383 4702

24 CAMDEN HIGH STREET
LONDON NW1 0JH

Tel: 0171-387 2032
DX: 57056 Camden Town

YOUR REF:

OUR REF:

TO ALL WHOM THESE PRESENTS SHALL COME I, GRAEME HAMPTON CLARK, duly admitted a Solicitor of the Supreme Court of Judicature of England and Wales DO HEREBY CERTIFY AND ATTEST that the attached documents marked "A" and "B" are true copies of resolutions of the Director of **TERAS LIMITED** (formerly **TERRAS LIMITED**).

IN TESTIMONY WHEREOF I have hereunto subscribed my name and affixed by Official Stamp at 24 Camden High Street, NW1 0JH in the City of London this 20th day of December 1995.

.....
GRAEME HAMPTON CLARK

Solicitor of the Supreme Court of Judicature

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LEWIS NEDAS & CO.
24 CAMDEN HIGH STREET
LONDON NW1 0JH
TEL: 0171-387 2032

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APOSTILLE

(Hague Convention of 5 October 1961/Convention de La Haye du 5 octobre 1961)

1. Country: United Kingdom of Great Britain and Northern Ireland
Pays: Royaume-Uni de Grande-Bretagne et d'Irlande du Nord

This public document/Le présent acte public

2. has been signed by G. CLARK
a été signé par
3. acting in the capacity of SOLICITOR
agissant en qualité de
4. bears the seal/stamp of
est revêtu du sceau/timbre de

Certified/Attesté

5. at London/à Londres 20 DEC 1995
6. the/le
7. by Her Majesty's Principal Secretary of State for Foreign and Commonwealth Affairs/
par le Secrétaire d'Etat Principal de Sa Majesté aux Affaires Etrangères et du Commonwealth.

8. Number/sous No G341652

9. Stamp:
timbre:



10. Signature:

A. SMITH

[Handwritten signature]

For the Secretary of State/Pour le Secrétaire d'Etat

"A"

FIRST MEETING OF DIRECTORS OF TERRAS LIMITED

Held at: 120 East Road, London, N1 6AA

On: 10th October 1995

Present: IRENE POTTER representing HALLMARK REGISTRARS LIMITED

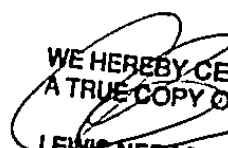
1. **HALLMARK REGISTRARS LIMITED having been appointed the first director and HALLMARK SECRETARIES LIMITED having been appointed first secretary pursuant to section 10 of the Companies Act 1985 accepted office accordingly.**
2. **Mrs Potter, representing Hallmark Registrars Limited was appointed Chairman of the meeting.**
3. **The following Resolutions were passed:-**
 - (A) **That**
L.G. DIRECTORS LIMITED

be appointed as additional directors of the Company.
 - (B) **That L.G. SECRETARIES LIMITED**
be appointed the secretary in place of HALLMARK SECRETARIES LIMITED
whose resignation was accepted.
 - (C) **That the registered office be situate at:-**

66 WIGMORE STREET
LONDON W1H 0HQ
 - (D) **That the Registrar of Companies be notified accordingly.**
4. **HALLMARK REGISTRARS LIMITED resigned office as Director and waived all claims to fees and compensation.**
5. **There being no further business, the meeting then terminated.**



.....
Chairman


WE HEREBY CERTIFY THIS TO BE
A TRUE COPY OF THE ORIGINAL
LEWIS NEVAS & CO. SOLICITORS
24 CAMDEN HIGH STREET
LONDON NW1 0JH

TERRAS LIMITED

**WRITTEN RESOLUTION OF THE DIRECTOR IN PURSUANT TO THE
COMPANY'S ARTICLES OF ASSOCIATION**

We, the undersigned, being the sole Director of the Company for the time being
HEREBY RESOLVE:

Appointment of Additional Director

THAT Philip Mark Croshaw be and he is hereby appointed a director of the Company.

The secretary will be instructed to prepare and file form 288a with the Registrar of
Companies.

Dated this 10th day of October, 1995



L.G. DIRECTORS LIMITED
DIRECTOR



WE HEREBY CERTIFY THIS TO BE
A TRUE COPY OF THE ORIGINAL

LEWIS NEDAS & CO. SOLICITORS
24 CAMDEN HIGH STREET
LONDON NW1 0JH

THE COMPANIES ACT 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

TERAS LIMITED

INCORPORATED 10TH DAY OF OCTOBER 1995

COMPANY NUMBER: 3111881

ARTICLES OF ASSOCIATION

OF

TERAS LIMITED

PRELIMINARY

1. (a) Subject as hereinafter provided the Regulations contained in Table A in The Companies (Table A to F) Regulations 1985 ("Table A") shall apply to the Company.

(b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

2. Regulations 3,8,24,41,46,48,64,67,73 to 77 inclusive and 94 to 97 inclusive of Table A shall not apply to the Company.

3. The Company is a private company and accordingly no offer or invitation shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

SHARES

4. (a) Subject to Article 5 below all unissued shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the directors and for the purposes of Section 80 of the Act the directors are unconditionally authorised to exercise the power of the Company to allot shares grant options over or otherwise dispose of the same to such persons and on such terms as they think fit at any time or times during the period of five years from the date of incorporation and the directors may after that period allot any shares or grant any such rights under this authority in pursuance of an offer or agreement made by the Company within that period.

(b) The authority given above may be renewed revoked or varied by ordinary resolution of the Company in general meeting.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum, and we agree to take the number of Shares shown opposite our respective names.

NAMES AND ADDRESSES OF SUBSCRIBERS	Number of Shares taken by each Subscriber
------------------------------------	---

HALLMARK SECRETARIES LIMITED
120 East Road,
London, N1 6AA

ONE

HALLMARK REGISTRARS LIMITED
120 East Road,
London, N1 6AA

ONE

Dated the 1st September 1995

Witness to the above signatories:-

DAVID HISH
120 East Road,
London, N1 6AA

or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(P) To support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of the Company or its employees, directors or other officers past or present and to grant pensions to such persons or their dependants.

(Q) To distribute among the members of the Company in kind any property of the Company of whatever nature.

(R) To pay all or any expenses in connection with the promotion, formation and incorporation of the Company, or to contract with any company, firm or person to pay the same, and to pay commission to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.

(S) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in any such sub-clause or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.

4. The liability of the Members is limited.

5. The Company's share capital is £1,000 divided into 1,000 Shares of £1 each.

person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit the Company.

(H) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.

(I) To sell, improve, manage, develop, turn to account, let on rent or royalty or share of profits or otherwise, grant licences or easements or other rights in or over, or in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(J) To subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in this Company or any other consideration any other company or business which, in the opinion of the Company, may be carried on so as directly or indirectly to benefit the Company.

(K) To sell or otherwise dispose of the whole or any part of the business or property of the Company for any consideration, shares or debentures as the Company may think fit.

(L) To lend and advance money or give credit on any terms and with or without security to any company, firm or person (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any company, firm or person (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

(M) To borrow or raise money in any manner and to secure the repayment of any money borrowed raised, or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(N) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.

(O) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings

MEMORANDUM OF ASSOCIATION

OF

TERAS LIMITED

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1. The Company's name is TERAS LIMITED *
2. The Company's Registered Office is to be situated in England and Wales.
3. The Company's objects are:-
 - (A) To carry on business as a general commercial company; to carry on business as marketers, distributors and retailers of american-made goods and finished products of any and every description and to promote and generally encourage the usage and sales of those goods and products.
 - (B) To carry on any other business which in the opinion of the Company, may be capable of being conveniently or profitably carried on in connection with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property.
 - (C) To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, movable or immovable or any interest in such property, and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
 - (D) To apply for, register or by other means acquire any patents, patent rights, brevets d'invention, licences, trademarks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges in respect thereof or otherwise turn the same to the advantage of the Company.
 - (E) To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situate on the property of the Company.
 - (F) To invest and deal with the monies of the Company in such shares or upon such securities and in such manner as from time to time may be determined.
 - (G) To enter into arrangements for joint workings in business or amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or

* The Company changed it's name by Special Resolution on 19th October 1995 from TERRAS LIMITED